

Greenlease, Inc.

GREENVILLE, PA 16125

RECORDATION NO. 8805-13
Filed 1425

September 12, 1984

Reply To:

700 Porter Building
Pittsburgh, PA 15219
412/456-4488

SEP 17 1984 - 9 35 AM

INTERSTATE COMMERCE COMMISSION

Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Please deliver directly to Mildred Lee, Room 2303

Dear Ms. Mergenovich:

Enclosed for recordation under the provisions of Section 11303(a) of Title 49 of the U. S. Code are the original and two counterparts of a Novation Agreement Amending Equipment Lease dated as of September 1, 1984. This Novation Agreement is a secondary document.

The primary document to which this is connected is the Equipment Lease recorded at 3:50 p.m. on May 2, 1977, with Recordation Number 8805.

A general description of the railroad cars covered by the enclosed document and intended for use related to interstate commerce is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties to the Novation Agreement are as follows:

Former Lessee:	Greenville Leasing Company Greenville, Pennsylvania 16125
Substituted Lessee:	Greenlease, Inc. Greenville, Pennsylvania 16125
Lessor:	BT Equipment Leasing, Inc. 280 Park Avenue New York, New York 10017

The undersigned is the substituted Lessee mentioned in the enclosed document and has knowledge of the matters set forth therein.

Please return the original and one counterpart of the Novation Agreement to John R. Young, 700 Porter Building, Pittsburgh, PA 15219.

Also enclosed is a check in the amount of \$10 covering the required recording fee.

A short summary of the enclosed secondary document to appear in the Index follows:

Agatha L Mergenovich
September 12, 1984
Page two

Novation Agreement Amending Equipment Lease recorded on May 2, 1977 at 2:25 p.m. with Recordation No. 8805, covering 100 All Steel 100-ton Twin Ballast Cars, as previously amended by Novation agreement Amending Equipment Lease, recorded on May 15, 1984 at 12:35 p.m., with Recordation No. 8805-A.

Very truly yours,

GREENLEASE, INC.

By John R. Young
Its Vice President
SUBSTITUTED LESSEE AS AFORESAID

Enclosures

SCHEDULE A
(to Letter of Transmittal)

DESCRIPTION OF EQUIPMENT

DESCRIPTION:	100 All Steel 100-ton Twin Ballast Cars
MANUFACTURER:	Greenville Steel Car Company
IDENTIFICATION MARKS AND NUMBERS (BOTH INCLUSIVE):	MILW 341450 to 341549

9/17/84

Interstate Commerce Commission
Washington, D.C. 20423

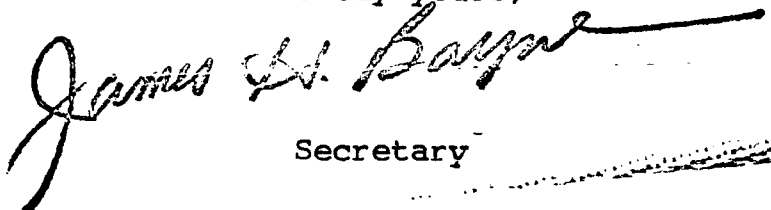
OFFICE OF THE SECRETARY

Mr. John R. Young
700 Porter Building
Pittsburgh, PA. 15219

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/17/84 at 9:35am and assigned re-recording number(s). 8805-B, 8789-B, 9014-B & 9006-B

Sincerely yours,


Secretary

Enclosure(s)

RECORDATION NO. 8865-13 Filed 1425

NOVATION AGREEMENT
AMENDING
EQUIPMENT LEASE

SEP 17 1984 -9 35 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, GREENVILLE STEEL CAR COMPANY, a Pennsylvania corporation ("Greenville"), and BT EQUIPMENT LEASING, INC., a New York corporation (the "Lessor"), entered into an Equipment Lease dated as of April 1, 1977 (the "Lease"), providing for the lease to Greenville of 100 All Steel 100-Ton Twin Ballast Cars, Road Nos. MILW 341450 to 341549 inclusive; and

WHEREAS, pursuant to a Novation Agreement dated as of December 31, 1980, Greenville Leasing Company, a Delaware corporation ("Leasing"), was substituted for Greenville as Lessee under the Lease; and

WHEREAS, Leasing now wishes to amend the Lease so as to substitute Greenlease, Inc., a Delaware corporation ("Greenlease"), as Lessee under the Lease; Greenlease is willing to become, and be substituted for Leasing as, Lessee thereunder; Lessor is willing to agree to the said substitution; and the parties hereto desire to enter into this Novation Agreement in order to effectuate the foregoing;

NOW THEREFORE, in consideration of the receipt of good and valuable consideration including the mutual promises hereinafter set forth, the parties hereto, intending to be legally bound hereby, do hereby agree as follows, effective as of September 1, 1984 (the "Effective Date"):

1. Novation. As of the Effective Date, Greenlease shall become and be substituted for Leasing as Lessee under the Lease; Greenlease agrees to perform all obligations of the Lessee which

shall arise or accrue after the Effective Date, including, without limitation, the recording of this Novation Agreement as required by Section 27 of the Lease; Greenlease shall be entitled to all rights of the Lessee under the Lease which shall arise or accrue after the Effective Date; and Leasing shall not be liable in any way to the Lessor for the performance or non-performance of the obligations of the Lessee under the Lease which shall arise or accrue after the Effective Date.

2. General. Each and every other provision, term or condition of the Lease shall remain unchanged and in full force and effect.

3. The Lessor hereby consents to the terms and conditions of this Novation Agreement.

WITNESS the due execution hereof as of the first day of September, 1984.

Attest:

V. P. Gottschall
[Corporate Seal]

Attest:

V. P. Gottschall
[Corporate Seal]

Attest:

Renee Gualdi
[Corporate Seal]

GREENVILLE LEASING COMPANY

By Edward W. Moore
Vice President

GREENLEASE, INC.

By John R. Henry
Vice President

BT EQUIPMENT LEASING, INC.

By John H. Pearson
V. P.

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF ALLEGHENY

)
) ss:
)

On this 24 day of August, 1984 before me personally appeared Edward H. Moores to me personally known, who being duly sworn, says that he is a Vice President of Greenville Leasing Company, a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority vested in him by its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Caroline B. Hodge

CAROLINE B. HODGE, Notary Public
PITTSBURGH, ALLEGHENY COUNTY, PENNSYLVANIA
My Commission Expires March 16, 1986

[Notarial Seal]

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF ALLEGHENY

)
)
) ss:

On this 24 day of August, 1984 before me personally appeared John R. Young to me personally known, who being duly sworn, says that he is a Vice President of Greenlease, Inc., a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority vested in him by its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Caroline B. Hodge

CAROLINE B. HODGE, Notary Public
PITTSBURGH, ALLEGHENY COUNTY, PENNSYLVANIA
My Commission Expires March 16, 1986

[Notarial Seal]

STATE OF NEW YORK
COUNTY OF NEW YORK

}
} ss:
}

On this 11th day of September, 1984 before me personally appeared John Duncan to me personally known, who being duly sworn, says that he is Vice President of BT Equipment Leasing, Inc., a New York corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority vested in him by its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Barbara E. Dieter

BARBARA E. DIETER
Notary Public, State of New York
No. 31-4783919
Qualified in New York County
Commission Expires March 30, 1985

[Notarial Seal]

